

RECORDATION NO. 23204-W FILED

JUL 3 '01 11:59 AM  
Ts  
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

July 3, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Equipment Bill of Sale, dated as of June 29, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (Schedules No. 3 and 4) previously filed with the Board under Recordation Numbers 23204-G and 23204-N.

The name and address of the party to the enclosed document are:

Seller:	Allfirst Bank
	25 South Charles Street
	Baltimore, MD 21202

A description of the railroad equipment covered by the enclosed document is:

4 locomotives NS 5510 — NS 5513

Mr. Vernon A. Williams  
July 3, 2001  
Page Two

A short summary of the document to appear in the index follows:

Equipment Bill of Sale from Allfirst Bank to Firststar Bank.

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**EQUIPMENT BILL OF SALE**

**THIS EQUIPMENT BILL OF SALE** is given by ALLFIRST BANK (herein the "Seller") to FIFTH THIRD LEASING COMPANY. (herein the "Buyer") .

WITNESSETH:

THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's rights and interest in and to the items of equipment listed on Annex A attached hereto (the "Equipment") .

The interest in the Equipment is sold hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever except that Seller warrants that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller (other than the leasehold interest of Norfolk Southern Railway Company ("Lessee") pursuant to that certain Equipment Schedule No. 3 dated March 30, 2001 and Equipment Schedule No. 4 dated as of May 1, 2001, as amended by Second Amendment to Lease Agreement and Equipment Schedule No. 1 and First Amendment to Equipment Schedules No. 2, No. 3 and No. 4 and Locomotive Refurbishment Agreement dated June 1, 2001, both as Allfirst Bank, as lessor, and Lessee, as lessee).

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed as of the 29<sup>th</sup> day of JUNE, 2001.

WITNESS:

ALLFIRST BANK

John A. Stalford

By: P. L. Gettings  
Paul L. Gettings  
Vice President

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SURFACE TRANSPORTATION BOARD

STATE OF MARYLAND)

) SS:

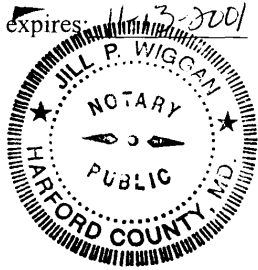
CITY OF BALTIMORE )

The foregoing Equipment Bill of Sale was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 26 day of June, 2001 by Paul L. Gettings, a Vice President of ALLFIRST BANK, a Maryland state chartered commercial bank.

Notary Public

My commission expires: 11-3-2001

[Notarial Seal]



## ANNEX A

### Assets

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 4159	5775-35	NS 5510
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 4125	5775-1	NS 5511
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 4101	7326-2	NS 5512
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 2757	7240-05	NS 5513